



The David J. Joseph Company



November 8, 2004

RECORDATION NO. 25179-B FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

NOV 10 '04 12-18 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated September 13, 2004, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (99) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 13, 2004 related to ninety-nine (99) railcars bearing reporting marks: JTSX 19002-19110, sporadic.

Please file this as a secondary document under Recordation Number 25179-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25179. The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 1422. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 25179-B FILED

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 13, 2004 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

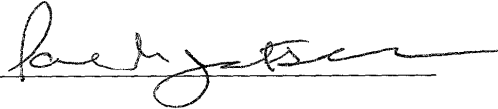
**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated August 6, 2004 between Assignor, as Lessor, and South Carolina Electric & Gas Company (on behalf of itself and as agent for South Carolina Generating Company), for ninety-nine (99) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of September 13, 2004.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Paul G. Jantsch

Title: Executive Vice President

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

Name: Jacqueline Barragan

Title: AMP

STATE OF OHIO                    )  
                                          ) SS:  
COUNTY OF HAMILTON)

On this 13<sup>th</sup> day of September, 2004, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the Executive Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13<sup>th</sup> day of September, 2004.

Angela Denise Watts  
(Notary Signature)

My commission expires:

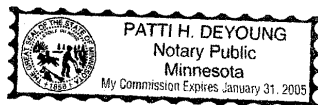
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**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF Minnesota )  
 ) SS:  
COUNTY OF Hennepin )

On this 16th day of September, 2004, before me the subscriber,  
Patti H. DeYoung, a Notary Public, duly commissioned, qualified and acting, within  
and for said County and State, appeared in person the within named  
Jacqueline Barragan, to me personally known, who stated and acknowledged that  
he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation,  
and duly authorized by authority of the Board of Directors or By-laws of said corporation in  
his/her capacity as such officer to execute and acknowledge this document for and in the name  
and on behalf of said corporation and further stated and acknowledged that he/she has so signed,  
executed and delivered this document as the free and voluntary act and deed of said corporation,  
for the consideration, uses and purposes therein mentioned and set forth and desired that the same  
might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16th day of  
September, 2004.



Patti H. DeYoung  
(Notary Signature)

My commission expires:

1/31/2005

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Ninety-nine (99) 1975 – 1976 Bethlehem built, 100-ton open top hoppers bearing reporting marks:

JTSX	19002
JTSX	19003
JTSX	19005
JTSX	19006
JTSX	19008
JTSX	19009
JTSX	19010
JTSX	19011
JTSX	19012
JTSX	19013
JTSX	19014
JTSX	19015
JTSX	19016
JTSX	19017
JTSX	19018
JTSX	19019
JTSX	19020
JTSX	19022
JTSX	19023
JTSX	19025
JTSX	19026
JTSX	19027
JTSX	19028
JTSX	19029
JTSX	19030
JTSX	19031
JTSX	19033
JTSX	19034
JTSX	19035
JTSX	19036
JTSX	19037
JTSX	19038
JTSX	19039
JTSX	19040
JTSX	19041
JTSX	19042
JTSX	19043
JTSX	19044
JTSX	19045
JTSX	19046

JTSX	19047
JTSX	19048
JTSX	19049
JTSX	19050
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JTSX	19060
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JTSX	19063
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JTSX	19108
JTSX	19109
JTSX	19110

**LEASE:** Dated August 6, 2004 between The David J. Joseph Company and South Carolina Electric & Gas Company, on behalf of itself and as agent for South Carolina Generating Company.